

- (m) optionally substituted heterocyclalkoxy, cycloxy or heterocycloxy;
- (n) optionally substituted heterocyclalkylamino;
- (o) optionally substituted heterocyclalkylcarbonyl;
- (p) heteroalkylcarbonyl;
- (s)  $-Y-(alkylene)-R^9$  where:  
     Y is a single bond,  $-O-$ ,  $-NH-$  or  $-S(O)_n-$  (where n is an integer from 0 to 2); and  
      $R^9$  is cyano, optionally substituted heteroaryl,  $-COOH$ ,  $-COR^{10}$ ,  $-COOR^{11}$ ,  $-CONR^{12}R^{13}$ ,  $-SO_2R^{14}$ ,  $-SO_2NR^{15}R^{16}$ ,  $-NHSO_2R^{17}$  or  $-NHSO_2NR^{18}R^{19}$ , where  $R^{10}$  is alkyl or optionally substituted heterocycle,  $R^{11}$  is alkyl, and  $R^{12}$ ,  $R^{13}$ ,  $R^{14}$ ,  $R^{15}$ ,  $R^{16}$ ,  $R^{17}$ ,  $R^{18}$  and  $R^{19}$  are, independently of each other, hydrogen, alkyl or heteroalkyl;
- (t)  $-C(=NR^{20})(NR^{21}R^{22})$  where  $R^{20}$ ,  $R^{21}$  and  $R^{22}$  independently represent hydrogen, alkyl or hydroxy, or  $R^{20}$  and  $R^{21}$  together are  $-(CH_2)_n-$  where n is 2 or 3 and  $R^{22}$  is hydrogen or alkyl;
- (u)  $-NHC(X)NR^{23}R^{24}$  where X is  $-O-$  or  $-S-$ , and  $R^{23}$  and  $R^{24}$  are, independently of each other, hydrogen, alkyl or heteroalkyl;
- (v)  $-CONR^{25}R^{26}$  where  $R^{25}$  and  $R^{26}$  independently represent hydrogen, alkyl, heteroalkyl or optionally substituted heterocyclalkyl, or  $R^{25}$  and  $R^{26}$  together with the nitrogen to which they are attached form an optionally substituted heterocycl ring;
- (x) cycloalkylalkyl, cycloalkylalkynyl and cycloalkylalkynyl, all optionally substituted with alkyl, halo, hydroxy or amino;
- (y) arylaminoalkylene or heteroarylaminominoalkylene;
- (z)  $Z-alkylene-NR^{30}R^{31}$  or  $Z-alkylene-OR^{32}$  where Z is  $-NH-$ ,  $-N(lower\ alkyl)-$  or  $-O-$ , and  $R^{30}$ ,  $R^{31}$  and  $R^{32}$  are independently of each other, hydrogen, alkyl or heteroalkyl;

- (aa)  $-\text{OC}(\text{O})\text{-alkylene-CO}_2\text{H}$  or  $-\text{OC}(\text{O})\text{-NR}'\text{R}''$  (where  $\text{R}'$  and  $\text{R}''$  are independently hydrogen or alkyl); and
- (bb) heteroarylalkenylene or heteroarylalkynylene;

$\text{R}^4$  is selected from the group consisting of:

- (a) hydrogen;
- (b) halo;
- (c) alkyl;
- (d) alkoxy; and
- (e) hydroxy;

$\text{R}^5$  is selected from the group consisting of :

- (a) hydrogen;
- (b) halo;
- (c) alkyl;
- (d) haloalkyl;
- (e) thioalkyl;
- (f) hydroxy;
- (g) amino;
- (h) alkylamino;
- (i) dialkylamino;
- (j) heteroalkyl;
- (k) optionally substituted heterocycle;
- (l) optionally substituted heterocyclalkyl;
- (m) optionally substituted heterocyclalkoxy;
- (n) alkylsulfonyl;
- (o) aminosulfonyl, mono-alkylaminosulfonyl or di-alkylaminosulfonyl;
- (p) heteroalkoxy; and
- (q) carboxy;

R<sup>6</sup> is selected from the group consisting of:

- (a) hydrogen;
- (b) halo;
- (c) alkyl; and
- (d) alkoxy; and

prodrugs, individual isomers, mixtures of isomers and pharmaceutically acceptable salts thereof.

2. (Amended herein) The compound of Claim 1 wherein R<sup>3</sup> is:

- (a) optionally substituted heterocyclyl;
- (b) aryl or heteroaryl both optionally substituted with a substituent selected from halo, alkyl, amino, alkoxy, carboxy, lower alkoxy carbonyl, SO<sub>2</sub>R' (where R' is alkyl) or SO<sub>2</sub>NHR'R'' (where R' and R'' are independently hydrogen or alkyl);
- (c) heteroalkyl substituted with a heteroaryl or a heterocyclyl group;
- (d) heteroalkenyl;
- (e) heteroalkylamino;
- (g) optionally substituted heterocyclylalkyl or heterocyclaloxy;
- (h) optionally substituted heterocyclylalkenyl;
- (i) optionally substituted heterocyclylalkynyl;
- (j) optionally substituted heterocyclylalkoxy;
- (k) optionally substituted heterocyclylalkylamino;
- (l) optionally substituted heterocyclylalkylcarbonyl;
- (k) -Y-(alkylene)-R<sup>9</sup> where Y is a single bond, -O- or -NH- and R<sup>9</sup> is optionally substituted heteroaryl, -CONR<sup>12</sup>R<sup>13</sup>, SO<sub>2</sub>R<sup>14</sup>, -SO<sub>2</sub>NR<sup>15</sup>R<sup>16</sup>, -NHSO<sub>2</sub>R<sup>17</sup> or -NHSO<sub>2</sub>NR<sup>18</sup>R<sup>19</sup> where R<sup>12</sup>, R<sup>13</sup>, R<sup>14</sup>, R<sup>15</sup>, R<sup>16</sup>, R<sup>17</sup>, R<sup>18</sup> and R<sup>19</sup> are independently of each other hydrogen, alkyl or heteroalkyl;
- (l) cycloalkylalkyl, cycloalkylalkynyl and cycloalkylalkynyl, all optionally substituted with alkyl, halo, hydroxy or amino;
- (m) arylaminoalkylene or heteroarylaminomethylene; or

(n) Z-alkylene-NR<sup>30</sup>R<sup>31</sup> where Z is -NH-, -N(alkyl)- or -O-, and R<sup>30</sup> and R<sup>31</sup> are independently of each other, hydrogen, alkyl or heteroalkyl.

16. (Amended herein) The compound of Claim 5, wherein R<sup>3</sup> is:

- (a) heteroalkyl optionally substituted with a heteroaryl or a heterocyclyl group;
- (c) heteroalkylamino;
- (d) optionally substituted heterocyclalkyl;
- (e) optionally substituted heterocyclalkoxy;
- (f) optionally substituted heterocyclalkylamino;
- (g) -Y-(alkylene)-R<sup>9</sup> where Y is a single bond, -O- or -NH- and R<sup>9</sup> is optionally substituted heteroaryl, -CONR<sup>12</sup>R<sup>13</sup>, SO<sub>2</sub>R<sup>14</sup>, -SO<sub>2</sub>NR<sup>15</sup>R<sup>16</sup> -NHSO<sub>2</sub>R<sup>17</sup> or -NHSO<sub>2</sub>NR<sup>18</sup>R<sup>19</sup> where R<sup>12</sup>, R<sup>13</sup>, R<sup>14</sup>, R<sup>15</sup>, R<sup>16</sup>, R<sup>17</sup>, R<sup>18</sup> and R<sup>19</sup> are independently of each other hydrogen, alkyl or heteroalkyl; or
- (h) Z-alkylene-NR<sup>30</sup>R<sup>31</sup> where Z is -NH-, -N(alkyl)- or -O-, and R<sup>30</sup> and R<sup>31</sup> are independently of each other, hydrogen, alkyl or heteroalkyl.

17. (Amended herein) The compound of Claim 16, wherein R<sup>3</sup> is heteroalkyl optionally substituted with a heteroaryl or a heterocyclyl group.

#### REMARKS

This is a continuation application under 37 C.F.R. 1.53(b) of U.S. Application Serial No. 09/305,737, filed May 5, 1999, which claims the priority benefits of U.S. Provisional Application Serial No. 60/084,250, filed May 5, 1998, U.S. Provisional Application Serial No. 60/122,410, filed March 2, 1999, and U.S. Provisional Application Serial No. 60/130,369, filed April 2, 1999.

By the enclosed preliminary amendment, Claims 1, 2, 16 and 17 have been amended and Claims 18, and 33-37 have been canceled. Upon the entry of the amendment, Claims 1-17 and Claims 19-32 will be pending in the present application.

Attached hereto is Appendix A entitled "Version with Markings to Show Amendments Made", and is a marked-up version of the changes made to the claims by the present amendment. In